

**AGENDA**  
**CORPORATIONS COMMITTEE**

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**Renaissance Montura Hotel Los Angeles**  
**Friday, November 4, 2005**  
**9:30 a.m. to 12:30 p.m.**

**I. ADMINISTRATIVE MATTERS [10 MIN.]**

1. Opening remarks and announcements: Gemello/Stokdyk
2. Approval of minutes: Barwick/Willner

**II. AGENCY AND LIAISONS' REPORTS [50 MIN.]**

1. Securities and Exchange Commission: Tyson
2. NASD: Webber
3. Department of Corporations: LeBas/Monahan
4. Secretary of State: Bogart
5. Office of Governmental Affairs: Doyle
6. BLS Committee liaison reports
  - Corporate Law Departments: Harmon
  - Cyberspace Law: Wood
  - Financial Institutions: Occhiolini
  - Non-Profit Corporations: Sawyers
  - Partnerships and LLCs: Skinner
  - UCC: Hong
  - Executive Committee: Bishop/Kelso

**III. SUBCOMMITTEE REPORTS [50 MIN.]**

1. Legislation: Delfino  
ALPs
  - October Board of Governors Report
  - Jury Waivers: Delfino/Hsu/Occhiolini/Sostrin
  - Corporate Disclosure Act: Deming/Gemello/Hanson/StokdykCalendar
2. Communications/Website: Serepca/Sostrin
  - Extranet
  - Website
  - Member Profiles

- E-bulletins
- 3. Education/Publications: Weakley
  - January SEI program
  - BLN Article – 2005 Legislative Update: Davis
  - BLN Article – 2005 Opinion Report: Gemello/Wong
  - CLE Teleconference on Shareholder Voting: Bishop

#### **IV. ONGOING PROJECTS [60 MIN.]**

1. National Venture Capital Association Model Forms: Skinner
  - Status & next steps
  - Opinions: Heinicki/Gemello/Skinner
2. Close Corporation Model Act adoptions: Serepca
  - Status & next steps
  - Report on Close Corporations Email Survey
3. Report on Uniform Securities Act Amendments: Gemello/Stokdyk
  - Orrick Lobbyist
  - Presentations by Deming and Skinner (carryover from Oct. meeting)
4. Legal Handbook for Incorporating a Business in California: Weakley
5. ABA Task Force on Attorney-Client Privilege: Davis/Wood

#### **V. NEW BUSINESS [10 MIN.]**

1. Litigation Subcommittee